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FEB 28 2006

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re : Chapter 11  
: :  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
: :  
Debtors. : (Jointly Administered)  
-----X

SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF CONNECTICUT )  
 ) ss:  
COUNTY OF HARTFORD )

Marylou J. Lavoie, being duly sworn, deposes and says:

1. I am a principal of Marylou J. Lavoie, Esq. LLC which firm maintains offices at 1 Banks Road, Simsbury, Connecticut, 06070.
2. Neither I, Marylou J. Lavoie, nor any partner, auditor, or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. Marylou J. Lavoie has represented and advised the Debtors in Connecticut and before the United States Patent and Trademark Office with respect to a broad range of aspects of the Debtors' businesses.
4. The Debtors have requested, and Marylou J. Lavoie has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Marylou J. Lavoie, proposes, to render the following services to the Debtors: legal services.
5. Marylou J. Lavoie's current fees arrangement is an hourly fee arrangement memorialized in a letter contract sent by the Debtors to Marylou J. Lavoie along with each patent application, patent office action, or other matter on which the Debtors request Ms. Lavoie's services.

6. Except as set forth herein, no promises have been received by Marylou J. Lavoie or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. Marylou J. Lavoie has no agreement with any entity to share with such entity any compensation received by Marylou J. Lavoie.

8. Marylou J. Lavoie and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Marylou J. Lavoie does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.


9. Neither I, Marylou J. Lavoie, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Marylou J. Lavoie is to be engaged.

10. The foregoing constitutes the statement of Marylou J. Lavoie pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b0).

FURTHER AFFIANT SAYETH NOT

  
Marylou J. Lavoie

Subscribed and sworn before me  
this 17 day of February, 2006

  
Notary Public  
My commission expires April 30, 2006

**CERTIFICATE OF SERVICE**

Marylou J. Lavoie hereby asserts that on February 17, 2006, she served a copy of the Affidavit of Legal Ordinary Counsel Professional upon the following interested parties via first class mail:

Afaf Vicky Farah, Esq.  
201 East Liberty Street  
Ann Arbor, MI 48104

Latham & Watkins  
Attention: Mark A. Broude, Esq.  
885 Third Avenue  
New York, NY 10022

Delphi Corporation  
Attention: General Counsel  
5725 Delphi Drive  
Troy, MI 48098

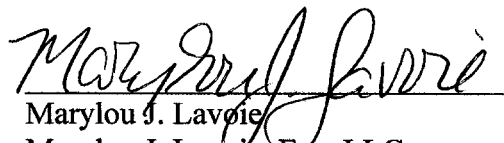
Simpson Thacher & Bartlett LLP  
Attention: Marisa Wesley, Esq.  
425 Lexington Avenue  
New York, NY 10017

Skadden, Arps, Slate, Meagher & Flom  
Attention: John W. Butler, Jr., Esq.  
333 West Wacker Drive  
Suite 2100  
Chicago, IL 60606

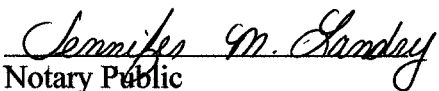
Davis Polk & Wardell  
Attention: Mariane Melican, Esq.  
450 Lexington Avenue  
New York, NY 10017

United States Trustee  
Attention: Alicia M. Leonhard, Esq.  
33 Whitehall Street  
Suite 2100  
New York, NY 10044

Dated: February 17, 2006

  
Marylou J. Lavoie  
Marylou J. Lavoie, Esq. LLC  
1 Banks Road  
Simsbury, CT 06070  
860-651-3130

Signed and sworn before me  
This 17 day of February, 2006

  
Notary Public  
my commission expires April 30, 2006